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*Attorneys for The Official Committee of Unsecured  
Creditors of LandAmerica 1031 Exchange Services, Inc.*

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

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In re:	:	Chapter 11
LANDAMERICA FINANCIAL GROUP, INC., et	:	Case No. 08-35994-KRH
<u>al.</u>	:	(Jointly Administered)
Debtors.	:	
	:	

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**THIRD INTERIM APPLICATION OF TAVENNER & BERAN, PLC  
FOR ALLOWANCE OF COMPENSATION AND EXPENSE  
REIMBURSEMENT AS LOCAL COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Tavenner & Beran, PLC ("Tavenner & Beran"), local counsel for The Official

Committee of Unsecured Creditors (the “Committee”) of LandAmerica 1031 Exchange Services, Inc. (“LES”), submits the following as its Third Interim Application For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) pursuant to 11 U.S.C. §§ 330, 331 and 503(b) and Rule 2016 of the Federal Rules of Bankruptcy Procedure. In this Application, Tavenner & Beran seeks approval of compensation in the amount of \$89,432.00 and reimbursement of expenses in the amount of \$703.78 for the period of June 1, 2009 through August 31, 2009, and in support thereof states as follows:

**Background**

1. On November 26, 2008 (the “Petition Date”), LES filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. LES continues to operate its business and manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On November 28, 2008, the Court entered an order jointly administering the chapter 11 case of LES with the chapter 11 case of LandAmerica Financial Group, Inc. (“LFG,” and together with LES, the “Debtors”) for procedural purposes only.
2. On December 3, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors for LandAmerica 1031 Exchange Services, Inc. (the “LES Committee”). On June 4, 2009, the U.S. Trustee added two members to the LES Committee.
3. LES Committee is presently composed of the following seven creditors: (i) Millmar Holdings, LLC (ii) Endless Ocean, LLC (iii) MB Venture, Ltd. (iv) Amarillo Tower Limited, (v) Petaluma Southpoint, LLC, (vi) The Mary and Fred Piro 1987 Trust, and (vii) Gregory D. Schultz.

4. The Committee held its organizational meeting, and decided to retain Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as its lead counsel, Tavenner & Beran as its local counsel, and Protiviti, Inc. as financial advisors.

5. On or about December 31, 2008, the LES Committee filed an application to employ Tavenner & Beran as its local counsel. On or about January 16, 2009, this Court entered its Order Authorizing Retention And Employment Of Tavenner & Beran, PLC As Local Counsel To The Official Committee of Unsecured Creditors (the “Employment Order”).

6. On or about April 14, 2009, Tavenner & Beran filed a First Interim Application of Tavenner & Beran, PLC For Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors seeking compensation in the amount of \$94,128.00 and expense reimbursement of \$3,576.84 for the period of December 8, 2008 through and including February 28, 2009 (the “First Interim Application”). On or about June 5, 2009, the Court entered an order approving the First Interim Application (the “First Interim Application Order”). On or about July 15, 2009, Tavenner & Beran filed a Second Interim Application of Tavenner & Beran, PLC For Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors seeking compensation in the amount of \$76,594.50 and reimbursement of expenses in the amount of \$2,557.50 for the period of March 1, 2009 through May 31, 2009 (the “Second Interim Application”) and thereafter this Court entered an order approving the Second Interim Application (the “Second Interim Application Order”).

7. Since the filing of the First Interim Application and Second Interim Applications, Tavenner & Beran has rendered additional professional services to the Committee from and

including June 1, 2009 through and including August 31, 2009 for which it seeks compensation in the amount of \$89,432. Attached hereto as Exhibit A is a statement of the fees incurred.

8. During this time, Tavenner & Beran incurred \$703.78 in out-of-pocket expenses for which it seeks reimbursement. Attached hereto as Exhibit A is a statement of the expenses incurred.

9. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **Employment and Case Status**

10. As authorized in the Employment Order, the terms of Tavenner & Beran's employment are as follows: Tavenner & Beran charges legal fees on an hourly basis at its attorneys' hourly rates, which are set in accordance with the attorneys' seniority and experience. Tavenner & Beran also charges the Committee for its actual out-of-pocket expenses incurred such as copying, long distance telephone, travel, overnight mail, telecopies, computer research and other disbursements.

11. The names of all Tavenner & Beran attorneys and paralegals requesting compensation and their respective hourly rates are set forth on Exhibit A attached hereto.

12. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors are paying post-petition expenses in the ordinary course and/or as required by this Court. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

13. Tavenner & Beran filed its First Interim Application and Second Interim Application, but Tavenner & Beran has not previously filed an application for the allowance of compensation and expense reimbursement as sought in this Application.

**Summary of Services Rendered**

14. Tavenner & Beran provided various services to the Committee, which may be summarized as follows:

A. Asset Analysis and Recovery: - Total Hours 2.20                      Total \$578.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>1</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	1.70	\$578.00
Paula S. Beran	1992	\$0.00	0.50	\$0.00

Description

Analysis of estate assets.

Attached hereto as Exhibit A – Asset Analysis and Recovery Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

Tavenner & Beran assisted the Committee with its review and oversight of the estates' assets.

B. Asset Disposition: - Total Hours 3.30                      Total \$1,122.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	3.30	\$1,122.00

Description

Conferences, correspondence, document review, and Court appearances related to the Committee's review of asset disposition.

Attached hereto as Exhibit A – Asset Disposition Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

Tavenner & Beran assisted the Committee with its review and oversight of the disposition of

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<sup>1</sup> Certain hours were recorded but not billed to the estate.

estates' assets.

C. Business Operations: - Total Hours 16.50                          Total \$5,610.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	16.5	\$5,610.00

Description

Conferences, correspondence, document review and Court appearance related to the Committee's review of the Debtors' operations.

Attached hereto as Exhibit A – Business Operations Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

Tavenner & Beran assisted the Committee in its review and oversight of the Debtors' operations.

D. Case Administration: - Total Hours 54.10                          Total \$11,284.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	24.60	\$8,364.00
Paula S. Beran	1992	\$330.00	0.50	\$ 165.00
David L. Leadbeater	N/A	\$95.00	29.00	\$2,755.00

Description

Conferences, correspondence, pleading review and Court appearances on case administrative matters.

Attached hereto as Exhibit A – Case Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

E. Claims Administration: - Total Hours 2.00                          Total \$ 680.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	2.0	\$680.00

Description

Pleading review and research regarding pre-petition creditor claims.

Attached hereto as Exhibit A – Claims Administration Section is a complete statement of such services rendered by Tavenner & Beran.

## Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its analysis of creditor claims.

F. Creditors Meeting: - Total Hours 22.90 Total \$7,786.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>Fee</i>
Lynn L. Tavenner	1989	\$340.00	22.90	\$7,786.00

## Description

Prepare for and attend meetings with the Committee and related conferences and calls with Committee professionals and or the Office of the United States Trustee.

Attached hereto as Exhibit A – Creditors Meeting Section is a complete statement of such services rendered by Tavenner & Beran.

## Necessity and Benefit to the Estate

These services were necessary to assist the Committee with its review of case matters and business operations.

G. Fee/Employment Applications: - Total Hours 33.40                          Total \$9,625.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>2</sup></i>	<i>Fee</i>
Lynn L. Tavenner	1989	\$340.00	19.90	\$6,766.00
Paula S. Beran	1992	\$330.00	7.80	\$2,574.00
Paula S. Beran	1992	\$0.00	2.70	\$0.00
David L. Leadbeater	N/A	\$95.00	3.00	\$ 285.00

## Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the employment and/or compensation of bankruptcy professionals.

Attached hereto as Exhibit A – Fee/Employment Applications Section is a complete statement of such services rendered by Tavenner & Beran.

<sup>2</sup> Certain hours were recorded but not billed to the estate.

## Necessity and Benefit to the Estate

These services were necessary for the Committee to be properly represented and advised by its professionals.

H. Litigation: - Total Hours 121.70 Total \$39,861.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>3</sup></i>	<i>Fee</i>
Lynn L. Tavenner	1989	\$340.00	115.20	\$39,168.00
Paula S. Beran	1992	\$330.00	2.10	\$693.00
Paula S. Beran	1992	\$0.00	4.40	\$0.00

## Description

Correspondence, conferences, document preparation, document review and Court appearances relating to litigation and mediation matters for the estate.

Attached hereto as Exhibit A – Litigation Section is a complete statement of such services rendered by Tavener & Beran.

## Necessary and Benefit to the Estate

Engaging in litigation to address characterization of exchange funds and to maximize the assets available for distribution to creditors. Treating similarly situated creditors the same ensures compliance with the bankruptcy code's underlying mandate of equitable distribution.

I. Plan and Disclosure Statement: - Total Hours 31.70 Total \$8,942.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>4</sup></i>	<i>Fee</i>
Lynn L. Tavenner	1989	\$340.00	26.30	\$8,942.00
Paula S. Beran	1992	\$0.00	5.40	\$0.00

## Description

Correspondence, conferences, document preparation, document review and Court appearances relating to plan and exclusivity issues.

Attached hereto as Exhibit A – Plan and Disclosure Statement Section is a complete statement of such services rendered by Tavenner & Beran.

#### Necessary and Benefit to the Estate

These services were necessary to assist the Committee in its review of issues related to a plan and exit strategy from bankruptcy.

<sup>3</sup> Certain hours were recorded but not billed to the estate.

<sup>4</sup> Certain hours were recorded but not billed to the estate.

J. Relief from Stay: - Total Hours 11.60 Total \$3,944.00

ATTORNEY/ PARALEGAL	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS	FEE
Lynn L. Tavenner	1989	\$340.00	11.60	\$3,944.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the application of the automatic stay.

Attached hereto as Exhibit A – Relief from Stay Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

These services were necessary to assist the Committee's review of parties seeking relief from the automatic stay.

15. The total amount of interim compensation requested by Tavenner & Beran is based on the hourly rates normally charged by the attorneys and the paralegals who performed legal services for the Committee in this matter are further summarized on Exhibit A.

16. Pursuant to the Order Establishing Procedures For Interim Compensation entered on December 22, 2008 (the "Interim Compensation Order"), Tavenner & Beran was to have received eighty-five percent (85%) of certain of its monthly fees and one hundred percent (100%) of certain of its monthly expenses. In regard to this Application, in total, Tavenner & Beran has received \$20,104.63 in fees and \$33.70 in expenses. See Exhibit B attached hereto for a statement of those payments. Therefore, fees and expenses in the amount of \$69,997.45 remain outstanding.

17. Attached hereto as Exhibit B is a summary sheet concerning this Application. The fees sought by Tavenner & Beran are reasonable for the work it performed in the specialized area of bankruptcy and in practice before the United States Bankruptcy Court. Such fees are customary for specialized bankruptcy practice and are comparable in amount to services

rendered by other attorneys in the area. The fees sought herein are reasonable considering the nature and extent of the work, the time spent, and the value of the services.

18. Tavenner & Beran hereby certifies that it has submitted and served monthly statements as required under the Interim Compensation Order. In addition, it will file and serve this Application as required under the Interim Compensation Order.

**Applicable Legal Standard**

19. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals. The format for fee applications is set forth in the Compensation Guidelines for Professionals in the United States Bankruptcy Court for the Eastern District of Virginia (the “Guidelines”).

20. Under § 330 and of the Bankruptcy Code, the Court may award counsel to the Committee reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

21. The expenses incurred by Tavenner & Beran, as set forth herein, are reasonable and necessary charges for items such as photocopying, long distances telephone calls, facsimiles, delivery services and messenger services, transcript preparation and filing fees. Photocopy charges are assessed at fifteen cents (\$.20) per page which Tavenner & Beran believes to be at least comparable with the average charge in this area. Facsimiles were charged at the rate of one dollar (\$1.00) per page, which Tavenner & Beran believes to be a reasonable charge for such an expense.

22. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974). These lodestar tests were adopted by the Fourth Circuit in Barber v. Kimbrells, Inc., 577 F.2d 216, 226 (4<sup>th</sup> Cir.), cert. denied, 439 U.S. 934 (1978), and in Anderson v. Morris, 658 F.2d 246, 249 (4<sup>th</sup> Cir. 1981), where the Fourth Circuit held that the District Court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28; Anderson, 658 F.2d at 248, n.2.

23. Tavenner & Beran believes that the services rendered to the Committee and the out-of-pocket expenses incurred therewith were necessary and reasonable in view of the Committee’s obligations in these cases and the scope and nature of the matters in which the Committee was involved to competently represent the Committee.

24. Upon information and belief, the rates charged by Tavenner & Beran are less than legal fees charged by other law firms in comparable Chapter 11 cases. Tavenner & Beran believes that the fees requested herein clearly satisfy the Johnson factors as set forth above.

**Conclusion**

WHEREFORE, Tavenner & Beran submits this Application for allowance of interim compensation for professional services rendered by Tavenner & Beran in the amount of \$89,432.00 and reimbursement of expenses in the amount of \$703.78 for the period of June 1, 2009 through August 31, 2009. Tavenner & Beran respectfully requests that the Court enter an Order substantially in the form attached hereto as Exhibit C approving the compensation and reimbursement of expenses requested herein, authorizing and directing the Debtors to pay such amounts and granting such other and further relief as the Court deems appropriate

TAVENNER & BERAN, PLC

By: /s/ Lynn L. Tavenner  
Co-Counsel

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Paula S. Beran (VA Bar No. 34679)  
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Local Co-Counsel for the Official Committee of Unsecured Creditors

-and-

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Sarah Link Schultz (*admitted pro hac vice*)  
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AKIN GUMP STRAUSS HAUER & FELD LLP  
1333 New Hampshire Avenue, N.W.  
Washington, D.C. 20036

Lead Counsel for the Official Committee of Unsecured Creditors

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**CERTIFICATE OF SERVICE**

I hereby certify that on or before the 15<sup>th</sup> day of October, 2009 a true copy of the foregoing Third Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors was served via first-class mail, postage-prepaid and/or electronic delivery to:

Robert B. Van Arsdale – Via email:  
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*/s/ Lynn L. Tavenner*

Co-Counsel

**Invoice submitted to:**

LandAmerica 1031 Exchange Services, Inc. Committee

*Invoice Date*

August 18, 2009

*Invoice Number*

10837

*Last Bill Date*

6/5/2009

Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
<b><u>Asset Analysis and Recovery</u></b>			
6/12/2009 - LLT	Address details on Vegas transaction (.20); Follow-up review of public statements/filings re: same (.60)	0.80 340.00/hr	272.00
6/19/2009 - LLT	Research background information on ARS and potential litigation and pursuit thereof	0.90 340.00/hr	306.00
- PSB	Review of ARS and related issues	0.50 330.00/hr	NO CHARGE
SUBTOTAL:		[ 2.20 ]	578.00]
<b><u>Asset Disposition</u></b>			
6/2/2009 - LLT	Analysis of offer to purchase portion of ARS	0.60 340.00/hr	204.00
SUBTOTAL:		[ 0.60 ]	204.00]
<b><u>Business Operations</u></b>			
6/1/2009 - LLT	Revised motion to incur debt and correspondence with committee professionals re: same	1.40 340.00/hr	476.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/2/2009 -	LLT	Address offer to purchase portion of ARS	0.80 340.00/hr	272.00
-	LLT	Correspondence from K. Bernstein re: revised Bubion pleadings and review of same	0.60 340.00/hr	204.00
-	LLT	Review and revise Bubion motion to incur debt and correspondence from co-counsel re: same	0.60 340.00/hr	204.00
-	LLT	Review notice of settlement with commercial realty and resources corp.	0.60 340.00/hr	204.00
6/3/2009 -	LLT	Review lease rejection notices	0.30 340.00/hr	102.00
6/9/2009 -	LLT	Review LFG motion to approve performance incentive plan (.70); Correspondence from co-counsel re: same (.20)	0.90 340.00/hr	306.00
6/10/2009 -	LLT	Review notice of settlement with South Florida stadium	0.30 340.00/hr	102.00
-	LLT	Correspondence from T. Savenko re: motion to incur debt and underlying pleading	0.90 340.00/hr	306.00
-	LLT	Review notice of rejection of executory contract	0.30 340.00/hr	102.00
6/12/2009 -	LLT	Correspondence from T. Savenko re: order on Bubion motion to incur debt (.10); Correspondence from co-counsel re: Embark settlement offer and analysis (.20)	0.30 340.00/hr	102.00
6/17/2009 -	LLT	Review 9019 motion for settlement	0.10 340.00/hr	34.00
<b>SUBTOTAL:</b>			<b>[ 7.10 ]</b>	<b>2,414.00]</b>

Case Administration

6/1/2009 -	LLT	Review correspondence to committee members with respect to upcoming inter-company mediation (.20); Telephone conference and follow-up correspondence with co-counsel with respect to request for additional committee members (.80); Telephone call with R. Van Arsdale re: same (.40)	1.40 340.00/hr	476.00
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		<u>Hrs/Rate</u>	<u>Amount</u>
6/2/2009 - LLT	Prepare for and attend call with R. Van Arsdale and committee professionals with respect to request for additional committee membership	0.80 340.00/hr	272.00
- LLT	Correspondence from co-counsel re: rescheduled committee call	0.10 340.00/hr	34.00
6/6/2009 - LLT	Correspondence with R. Van Arsdale re: committee membership and designated representatives	0.20 340.00/hr	68.00
6/7/2009 - LLT	Review various motions filed in LAC debtor case including extension of removal period, extension of lease rejection period and setting date for filing proofs of claims	0.70 340.00/hr	238.00
6/11/2009 - LLT	Telephone call with A. Beane re: notice of withdrawal of Mary House (.20); Review and revise same (.30); Follow-up with A. Beane re: filing of notice of House withdrawal and service of same (.20); Prepare same for filing (.20)	0.90 340.00/hr	306.00
6/12/2009 - LLT	Correspondence and follow-up phone call with R. Cosgrove re: service issues on Grunstead (.50); Review notices of rejection of contacts/leases (.30)	0.80 340.00/hr	272.00
- DLL	Docket maintenance and update index (1.50)	1.50 95.00/hr	142.50
6/15/2009 - LLT	Review recently filed pleadings	0.40 340.00/hr	136.00
6/16/2009 - LLT	Correspondence with R. Cosgrove re: amended certificate of service issues (.20); Follow-up with R. Cosgrove re: same (.20); Review proposed agenda for upcoming 6/18 hearings (.20)	0.60 340.00/hr	204.00
6/17/2009 - DLL	File Maintenance (1.00)	1.00 95.00/hr	95.00
6/18/2009 - LLT	Prepare for and attend hearings on omnibus docket including uncontested and/or adjourned matters (1.50)	1.50 340.00/hr	510.00

		<u>Hrs/Rate</u>	<u>Amount</u>
6/19/2009 - LLT	Review inquiry from creditor and co-counsel response thereto	0.20 340.00/hr	68.00
6/24/2009 - LLT	Review correspondence re: 1031 case	0.50 340.00/hr	170.00
SUBTOTAL:		[ 10.60	2,991.50]
<u>Claims Administration</u>			
6/11/2009 - LLT	Review omnibus claims objections	0.70 340.00/hr	238.00
6/16/2009 - LLT	Correspondence from co-counsel re: LFG omnibus objections to LES exchanger claims	0.20 340.00/hr	68.00
SUBTOTAL:		[ 0.90	306.00]
<u>Creditors Meeting</u>			
6/3/2009 - LLT	Telephone call with R. Van Arsdale re: committee reconstitution and follow-up with co-counsel re: same (.70); Follow-up call with co-counsel and R. Van Arsdale re: committee reconstitution (.50)	1.20 340.00/hr	408.00
- LLT	Review correspondence from co-counsel re: amended appointment of committee	0.20 340.00/hr	68.00
- LLT	Correspondence from committee chair re: new membership of committee	0.20 340.00/hr	68.00
6/7/2009 - LLT	Review correspondence from R. Van Arsdale re: representative membership on committees	0.10 340.00/hr	34.00
6/9/2009 - LLT	Telephone call with R. Van Arsdale re: case update from committee perspective (.60); Follow-up with co-counsel re: same (.20)	0.80 340.00/hr	272.00
- LLT	Correspondence from A. Beane re: committee by laws (.20); Review same (.20)	0.40 340.00/hr	136.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/9/2009 -	LLT	Correspondence from co-counsel re: upcoming creditor meeting	0.10 340.00/hr	34.00
6/10/2009 -	LLT	Prepare for and attend telephonic committee meeting	1.50 340.00/hr	510.00
6/15/2009 -	LLT	Review agenda (.10); Prepare for and attend creditors meeting (1.20)	1.30 340.00/hr	442.00
6/20/2009 -	LLT	Address status of pursuit of ARS litigation and professional resumes	0.30 340.00/hr	102.00
	- LLT	Review correspondence to committee re: pursuit of ARS litigation and professional resumes	0.30 340.00/hr	102.00
6/23/2009 -	LLT	Prepare for and attend committee meeting telephonically	1.20 340.00/hr	408.00
6/24/2009 -	LLT	Prepare for and attend telephonic committee meeting	1.50 340.00/hr	510.00
<b>SUBTOTAL:</b>			<b>[ 9.10 ]</b>	<b>3,094.00]</b>

Fee/Employment Applications

6/1/2009 -	LLT	Review application for compensation for attorney's for type A plaintiffs	0.80 340.00/hr	272.00
6/2/2009 -	LLT	Correspondence from S. Schultz re: orders on interim applications (.20); Follow-up with Clerk and Office of the U.S. Trustee re: same (.30); Telephone call with S. Schultz re: Garden City employment and payment issues (.20); Follow-up with R. Van Arsdale re: same (.20)	0.90 340.00/hr	306.00
	- PSB	Finalize Fee Orders (.80); Correspondence with R. Van Arsdale re same (.30)	1.10 330.00/hr	363.00
6/3/2009 -	LLT	Review committee expense reimbursement request for LFG committee	0.40 340.00/hr	136.00

			Hrs/Rate	Amount
6/3/2009 -	LLT	Review Debtor's application to employ special counsel	0.80 340.00/hr	272.00
-	LLT	Review supplemental list of ordinary course professionals notice	0.50 340.00/hr	170.00
-	LLT	Review application to employ Wall Street Realty Capital	0.60 340.00/hr	204.00
-	LLT	Review and revise Tavenner & Beran monthly fee letter (.80); Correspondence to case professionals re: monthly fee statement for LES committee professionals (.40)	1.20 340.00/hr	408.00
6/5/2009 -	PSB	Finalize fee letter	1.00 330.00/hr	NO CHARGE
6/9/2009 -	LLT	Review correspondence from co-counsel re: Quinn Emmanuel application	0.10 340.00/hr	34.00
6/16/2009 -	LLT	Telephone call with R. Blair re: schedule for filing interim fee applications	0.10 340.00/hr	34.00
6/19/2009 -	LLT	Review supplement to ordinary course professionals	0.10 340.00/hr	34.00
6/29/2009 -	LLT	Correspondence to/from A. Beane re: interim compensation and fee applications (.10); Review interim compensation order re: same (.20)	0.30 340.00/hr	102.00
<b>SUBTOTAL:</b>			<b>[ 7.90 ]</b>	<b>2,335.00]</b>

Litigation

6/1/2009 -	LLT	Prepare for and attend mediation protocol discussion with Debtor committee professionals and various representatives of test case plaintiffs	0.80 340.00/hr	272.00
-	PSB	Review mediation protocol and related items	0.50 330.00/hr	NO CHARGE
6/7/2009 -	LLT	Review information request to LandAmerica debtors	0.60 340.00/hr	204.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/7/2009 -	LLT	Review proposed common interest and joint defense agreement between LES and LES Committee	0.80 340.00/hr	272.00
-	LLT	Review joint defense agreement and deposition scheduling	0.20 340.00/hr	68.00
6/9/2009 -	LLT	Review draft objection to Grundstead motion	1.20 340.00/hr	408.00
-	LLT	Review and revise recent draft of joint defense agreement	0.60 340.00/hr	204.00
-	LLT	Correspondence from co-counsel re: joint defense agreement	0.10 340.00/hr	34.00
6/10/2009 -	LLT	Conference with committee professionals re: potential causes of action and analysis of same under Virginia law (.120); Research Virginia law re: State claims (.180); Correspondence with co-counsel re: same (.20)	3.20 340.00/hr	1,088.00
-	LLT	Review proposed joint stipulation on Luxenberg appeal dismissal (.40); Review issues and law re: same (.60)	1.00 340.00/hr	340.00
-	LLT	Review potential liability tree and theories	1.20 340.00/hr	408.00
6/11/2009 -	LLT	Review LFG objection to motion to vacate filed by Grunstead (.60); Review debtor objection to Grunstead motion to vacate (.30)	0.90 340.00/hr	306.00
6/12/2009 -	LLT	Correspondence from A. Beane re: response period on amended complaint (.10); Review rules and case management order re: same (.60); Follow-up with A. Beane (.20)	0.90 340.00/hr	306.00
-	LLT	Correspondence from D. Hayes re: joint defense agreement (.10); Review same (.30)	0.40 340.00/hr	136.00
6/15/2009 -	LLT	Review revised common interest agreement (.30); Execute common interest agreement and correspondence with K. Bernstein re: same (.10)	0.40 340.00/hr	136.00
6/17/2009 -	LLT	Review Grunstead motion to continue and debtor's objection to same (.40); Review reply in support of defendant debtor's motion to dismiss accused complaint (.90)	1.30 340.00/hr	442.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/21/2009 - LLT	Review and revise draft mediation statement		1.90 340.00/hr	646.00
6/22/2009 - LLT	Continue to review, revise and research issues contained in draft mediation statement (1.90); Correspondence to/from K. Bernstein re: Grunstead hearing (.20); Telephone call with G. Fothergill re: telephonic appearance at upcoming hearing (.10); Review 4th circuit recharacterization subordination issues (1.70); Review Millard amended complaint and response thereto (.70)		4.60 340.00/hr	1,564.00
- PSB	Review and research related to mediation issues		1.90 330.00/hr	NO CHARGE
6/23/2009 - LLT	Prepare for and attend hearing on Grunstead motion to reconsider		2.20 340.00/hr	748.00
6/24/2009 - LLT	Review and revise updated mediation statement		1.70 340.00/hr	578.00
6/25/2009 - LLT	Correspondence from D. Hayes re: mediation call with Judge Santoro		0.10 340.00/hr	34.00
6/29/2009 - LLT	Review Protiviti analysis in preparation for mediation (1.20); Attend meeting with Protiviti and committee members re: preparation for mediation and materials prepared for same (.60)		1.80 340.00/hr	612.00
- PSB	Review issues related to upcoming mediation		2.00 330.00/hr	NO CHARGE
6/30/2009 - LLT	Preparation for upcoming mediation		2.20 340.00/hr	748.00
<b>SUBTOTAL:</b>			<hr/> [ 32.50	<hr/> 9,554.00]
<b><u>Plan and Disclosure Statement</u></b>				
6/7/2009 - LLT	Review motion re: extension of exclusivity period [For LAC debtor entity]		0.80 340.00/hr	272.00
<b>SUBTOTAL:</b>			<hr/> [ 0.80	<hr/> 272.00]

		<u>Hrs/Rate</u>	<u>Amount</u>
<u>Relief from Stay</u>			
6/3/2009 - LLT	Review Condeca Associates motion for relief (.80); Committee correspondence re: same (.20)	1.00 340.00/hr	340.00
6/9/2009 - LLT	Review CP Oxford Garden's motion for relief from stay (.70); Correspondence from co-counsel re: same (.20)	0.90 340.00/hr	306.00
- LLT	Review debtor response to Conveca motion (.50); Review debtor response to CP Oxford Garden motion (.50); Review debtor response to AST Investments motion (.30)	1.30 340.00/hr	442.00
6/18/2009 - LLT	Prepare for and attend hearings on motion for relief from stay filed by Conveca Associates, CP Oxford Gardens and AHST Investments (1.60); Prepare for and attend hearing on motion to dismiss RC Holdings complaint (.80)	2.40 340.00/hr	816.00
SUBTOTAL:		[ 5.60 ]	1,904.00]
For professional services rendered		77.30	\$23,652.50
Additional Charges :			
		<u>Qty/Price</u>	<u>Tax#</u>
<u>Case Administration</u>			
6/1/2009 - LLT	Cavalier Charges	1 0.63	0.63
- LLT	LexisNexis Charges	1 32.44	32.44
- LLT	Cavalier Charges	1 0.63	0.63
SUBTOTAL:		[ 33.70 ]	
Total costs		\$33.70	
Total amount of this bill		\$23,686.20	
Previous balance		\$95,418.95	

	<u>Amount</u>
4/21/2009 Payment - thank you	(\$20,790.76)
5/21/2009 Payment - thank you	(\$26,243.94)
6/9/2009 Payment - thank you	(\$14,119.20)
6/29/2009 Payment - thank you	(\$25,572.34)
 Total payments and adjustments	 (\$86,726.24)
 Balance due	 \$32,378.91

Timekeeper Summary			
Name	Hours	Rate	Amount
Lynn L. Tavenner	67.80	340.00	\$23,052.00
Paula S. Beran	1.10	330.00	\$363.00
Paula S. Beran	5.90	0.00	\$0.00
David L. Leadbeater	2.50	95.00	\$237.50

**Tavenner & Beran, PLC**

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20 North Eighth Street, Second Floor  
Richmond, VA 23219**Invoice submitted to:**

LandAmerica 1031 Exchange Services, Inc. Committee

*Invoice Date*

October 15, 2009

*Invoice Number*

10847

*Last Bill Date*

8/28/2009

## Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
<u>Asset Disposition</u>			
7/18/2009 - LLT	Review motion of LCS to sell assets (.80); Review related first day filings (.80)	1.60 340.00/hr	544.00
7/24/2009 - LLT	Review offer for purchase of portion of estate assets	0.60 340.00/hr	204.00
8/4/2009 - LLT	Review issues raised by co-counsel on sale of estate assets	0.50 340.00/hr	170.00
SUBTOTAL:		[ 2.70 ]	918.00]
<u>Business Operations</u>			
7/3/2009 - LLT	Correspondence from R. Maxwell re: potential note payoff	0.20 340.00/hr	68.00
7/5/2009 - LLT	Correspondence to/from co-counsel re: California enforcement action	0.30 340.00/hr	102.00
7/6/2009 - LLT	Correspondence with J. Maddock re: resolution of Maxwell client note issues	0.10 340.00/hr	34.00
7/8/2009 - LLT	Correspondence with J. Maddock re: status of LFG position on Maxwell stip	0.10 340.00/hr	34.00

			<u>Hrs/Rate</u>	<u>Amount</u>
7/21/2009 - LLT	Prepare for omnibus hearings (1.40); Attend omnibus hearings (3.0); Address Debtors' inquiries on ARS sale/auction (.80)	5.20 340.00/hr	1,768.00	
7/23/2009 - LLT	Review revisions to SunTrust stipulation on stay motion	0.70 340.00/hr	238.00	
7/27/2009 - LLT	Conference with co-counsel re: status of SunTrust stipulation	0.30 340.00/hr	102.00	
8/10/2009 - LLT	Review notice of rejection of executory contracts (.20); Review latest terms of draft plan documents (.90); Review first day pleadings for LandAmerica Credit Services (.80)	1.90 340.00/hr	646.00	
8/24/2009 - LLT	Review notice of rejections	0.20 340.00/hr	68.00	
8/28/2009 - LLT	Correspondence to/from J. Maddock and R. Maxwell re: stipulation regarding payment of note (.30); Follow-up with C. Gibbs re: same (.10)	0.40 340.00/hr	136.00	
<b>SUBTOTAL:</b>		<b>[ 9.40 ]</b>	<b>3,196.00]</b>	
<b><u>Case Administration</u></b>				
7/6/2009 - LLT	Telephone call with R. Van Arsdale re: case status update	0.50 340.00/hr	170.00	
- LLT	Correspondence with R. Blair re: preparation for upcoming mediation	0.10 340.00/hr	34.00	
7/7/2009 - LLT	Review financial analysis of Protiviti (.80); Correspondence from C. Gibbs re: need for meeting (.10)	0.90 340.00/hr	306.00	
7/10/2009 - LLT	Review Debtor complaint for injunctive relief against MDL plaintiffs	0.70 340.00/hr	238.00	
7/16/2009 - DLL	Prepare for 7/22 hearing	1.50 95.00/hr	142.50	
7/17/2009 - LLT	Review Monthly Operating Reports	0.90 340.00/hr	306.00	

			<u>Hrs/Rate</u>	<u>Amount</u>
7/20/2009 - PSB	Correspondence with Akin re: hearing preparation and related items		0.50 330.00/hr	165.00
- DLL	Prepare hearing binders		4.70 95.00/hr	446.50
- LLT	Review Agenda for 7/21 hearings (.20); Correspondence from R. Page re: amendments to agenda (.10); Review notice of first day hearings on LCS petition (.20)		0.50 340.00/hr	170.00
7/21/2009 - DLL	Docket and index		0.90 95.00/hr	85.50
7/24/2009 - LLT	Conference call with co-counsel re: prep for upcoming committee call		0.50 340.00/hr	170.00
7/30/2009 - DLL	Docket and index		0.70 95.00/hr	66.50
8/3/2009 - LLT	Receive correspondence from A. Beane re: professional fees to date (.10); Review draft status report to be posted on website and revise same (.60); Review of supplemental declaration of D. Hayes in support of McGuire Woods employment (.20)		0.90 340.00/hr	306.00
8/4/2009 - DLL	File maintenance in all LES cases		1.90 95.00/hr	180.50
- LLT	Telephone call with R. Van Arsdale re: status of case and correspondence received from exchangers (.40); Follow-up correspondence from R. Van Arsdale re: same (.10); Review information forwarded by R. Van Arsdale (.80); Correspondence with C. Gibbs re: same (.10); Follow-up with R. Van Arsdale re: exchanger correspondence (.20)		1.60 340.00/hr	544.00
- LLT	Review and revise draft status report to exchangers to website		0.30 340.00/hr	102.00
8/5/2009 - LLT	Review calendar/to-do list for upcoming month (.20); Review report on E. Okin sentence and forward same to co-counsel (.20); Telephone call with C. Gibbs re: case status and recent conversations with R. Van Arsdale (.40)		0.80 340.00/hr	272.00

			<u>Hrs/Rate</u>	<u>Amount</u>
8/10/2009 - DLL	File maintenance (1.10); Docket and index maintenance (.70)		1.80 95.00/hr	171.00
8/11/2009 - DLL	File maintenance		0.90 95.00/hr	85.50
8/12/2009 - DLL	File maintenance		1.10 95.00/hr	104.50
- LLT	Correspondence from R. Cosgrove re: admission to district court (.10); Review rules re: same (.30)		0.40 340.00/hr	136.00
8/17/2009 - DLL	Docket and index maintenance		2.00 95.00/hr	190.00
8/20/2009 - DLL	Docket and index maintenance		2.10 95.00/hr	199.50
- LLT	Communication from E. Dooley re: fee objections and follow-up with C. Gibbs re: same		0.20 340.00/hr	68.00
8/21/2009 - LLT	Review agenda for upcoming August 25th hearing (.20); Review updated proposed agenda for August 25th hearing (.20)		0.40 340.00/hr	136.00
8/24/2009 - DLL	Prepare for Omni hearing		3.70 95.00/hr	351.50
- DLL	Prepare pleadings for upcoming Omnibus hearing		1.80 95.00/hr	171.00
- LLT	Review amended proposed agenda for 8/25 hearing		0.20 340.00/hr	68.00
8/25/2009 - LLT	Prepare for omnibus hearings (2.50); Attend omnibus hearings (3.50); Post-hearing conference with C. Gibbs and K. Bernstein (.50)		6.50 340.00/hr	2,210.00
8/26/2009 - DLL	Docket and index maintenance		1.90 95.00/hr	180.50
- LLT	Correspondence with C. Gibbs re: transcript of prior omnibus hearing correspondence w/ Court reporting service re same(.10)		0.10 340.00/hr	34.00

			<u>Hrs/Rate</u>	<u>Amount</u>
8/28/2009 - DLL	Docket and index maintenance		1.50 95.00/hr	142.50
- LLT	Review statements and schedules for LandAmerica Credit Services, Inc. (.60); Review proposed status of court to exchangers and revise same (.40)		1.00 340.00/hr	340.00
SUBTOTAL:		[	43.50	8,292.50]
<u>Claims Administration</u>				
7/2/2009 - LLT	Review Notice of Withdrawal of objections		0.30 340.00/hr	102.00
8/5/2009 - LLT	Review response to Leaping Eagle, LLC pleadings		0.30 340.00/hr	102.00
8/17/2009 - LLT	Review various claim objections		0.50 340.00/hr	170.00
SUBTOTAL:		[	1.10	374.00]
<u>Creditors Meeting</u>				
7/9/2009 - LLT	Prepare for telephonic committee meeting (0.10); Attend telephonic committee meeting		1.10 340.00/hr	374.00
7/13/2009 - LLT	Meeting w/ Committee re plan mediation (1.0); follow up meeting re same (1.0)		2.00 340.00/hr	680.00
7/20/2009 - LLT	Correspondence with committee chair re: status meeting		0.10 340.00/hr	34.00
7/24/2009 - LLT	Correspondence from A. Beane re: agenda for upcoming call		0.10 340.00/hr	34.00
7/27/2009 - LLT	Telephonic call with committee professionals re: preparation for upcoming committee meeting (1.0); Prepare for committee call (.80); Attend committee call to discuss various case matters (1.00)		2.80 340.00/hr	952.00
8/5/2009 - LLT	Prepare for creditor's committee call to discuss draft plan and other items (2.0); Participate in creditor's committee call (1.50)		3.50 340.00/hr	1,190.00

			<u>Hrs/Rate</u>	<u>Amount</u>
8/11/2009 - LLT	Prepare for upcoming committee telephonic meeting (.70); Participate in telephonic committee meeting (1.50)		2.20 340.00/hr	748.00
8/24/2009 - LLT	Prepare for creditor committee meeting (.50); Participate in creditor committee meeting (1.50)		2.00 340.00/hr	680.00
SUBTOTAL:			[ 13.80	4,692.00]

Fee/Employment Applications

7/3/2009 - LLT	Revise monthly fee statement letter (.80); Correspondence per Interim Fee Order re: Committee professional requests (.20)	1.00 340.00/hr	340.00
7/9/2009 - LLT	Correspondence to/from A. Beane re: interim fee applications	0.20 340.00/hr	68.00
7/10/2009 - LLT	Correspondence from G. Snizek re: LFG premature payment of fees (.10); Address reversal of same (.40); Telephone call with R. Blair re: fee application hearings (.10); Follow-up with A. Beane re: same (.20); Review LFG Committee reimbursement request (.40)	1.20 340.00/hr	408.00
- PSB	Draft Tavenner & Beran interim fee application	2.60 330.00/hr	858.00
7/13/2009 - LLT	Follow-up from G. Snizek re: payment issues	0.20 340.00/hr	68.00
7/14/2009 - PSB	Draft fee notice (1.40); Finalize fee apps (2.70)	4.10 330.00/hr	1,353.00
7/15/2009 - LLT	Review and revise Tavenner & Beran interim fee application (1.80); Revise omnibus notice of all committee applications (1.20)	3.00 340.00/hr	1,020.00
- PSB	Finalize Fee Pleadings (1.70)	1.70 330.00/hr	NO CHARGE
7/16/2009 - LLT	Review Interim applications of Debtors professionals (.90); LFG Committee professionals (.60)	1.50 340.00/hr	510.00

		<u>Hrs/Rate</u>	<u>Amount</u>
7/17/2009 - LLT	Review withdrawal of Quinn Emmanuel app	0.20 340.00/hr	68.00
7/22/2009 - LLT	Telephone call with R. Van Arsdale re: upcoming hearing on fee applications (.30); Correspondence with A. Beane re: committee expense reimbursement (.20); Review protocol order re: same (.30)	0.80 340.00/hr	272.00
7/24/2009 - LLT	Review proposed arrangement for counsel on ARS litigation	0.70 340.00/hr	238.00
8/5/2009 - LLT	Review fee application for compensation for forensic accountant for type A plaintiffs	0.60 340.00/hr	204.00
8/7/2009 - LLT	Revise updated monthly invoice	0.80 340.00/hr	272.00
8/11/2009 - DLL	Draft monthly fee statement	1.50 95.00/hr	142.50
- LLT	Review Jenner and Block application	0.60 340.00/hr	204.00
8/17/2009 - LLT	Review various objections to professional fees	0.70 340.00/hr	238.00
8/18/2009 - LLT	Review additional objections to professional fees	0.50 340.00/hr	170.00
8/20/2009 - DLL	Draft fee letter and related items	1.50 95.00/hr	142.50
- LLT	Review additional objections to fee applications (.80); Telephone call with R. Van Arsdale re: objection to fees filed to date (.30); Correspondence from debtor and committee professionals re: monthly fee letter and invoice (.20)	1.30 340.00/hr	442.00
8/21/2009 - LLT	Review objections to application to employ Jenner Block filed by Millard	0.60 340.00/hr	204.00
8/26/2009 - LLT	Correspondence with R. Van Arsdale re: committee fee orders	0.20 340.00/hr	68.00
<b>SUBTOTAL:</b>		<hr/> [ 25.50	<hr/> 7,290.00]

		<u>Hrs/Rate</u>	<u>Amount</u>
<u>Litigation</u>			
7/1/2009 - LLT	Prepare for and attend meeting with professionals and committee re: upcoming mediation (1.80); Attend mediation (8.20); Follow-up meeting with C. Gibbs and professional team re: additional research/preparation for day two of mediation (.80); Research re: legal issues addressed by Judge Santoro (1.90)	12.70 340.00/hr	4,318.00
7/2/2009 - PSB	Review of mediation issues and research re: same	2.10 330.00/hr	693.00
- LLT	Prepare for and attend meeting with professionals and committee members re: day two of mediation (1.50); Attend mediation and various committee meetings and assist in documentation of tern sheet (14.50)	16.00 340.00/hr	5,440.00
7/3/2009 - LLT	Review LFG Millard answer (.60); Review correspondence re: Mediation Statements for round two (.60)	1.20 340.00/hr	408.00
7/5/2009 - LLT	Review and revise materials for Inter-Co Mediation	2.80 340.00/hr	952.00
7/6/2009 - LLT	Prepare for and attend mediation call with Judge Santoro and participants (.70); Review constructive trust cases for mediation statement (1.20); Telephone call with R. Cosgrove re: same (.20); Correspondence with S. Schultz re: mediation statements (.20); Conference with counsel in mediation re: recovery analysis (.60); Review same (.40); Continued review of mediation statement (.80)	4.10 340.00/hr	1,394.00
- LLT	Review status of MDL litigation	0.30 340.00/hr	102.00
7/7/2009 - LLT	Review and revise Mediation statement (.80); Review VA law on issues addressed (1.60)	2.40 340.00/hr	816.00
7/8/2009 - LLT	Review and revise draft plan term sheet (.80); Address issues re: third party claims (.90); Correspondence with R. Cosgrove re: appellate issues (.10); Research same re: equitable mootness (1.20); Review final version of mediation statement (1.10)	4.10 340.00/hr	1,394.00
7/9/2009 - LLT	Correspondence with M. Richards re: mediation protocol and follow-up responses	0.30 340.00/hr	102.00

		<u>Hrs/Rate</u>	<u>Amount</u>
7/10/2009 - LLT	Conferences with meditational participants re: protocol (.50); Preparation for upcoming mediation (1.20); Review confidential mediation materials from Debtor (.80)	2.50 340.00/hr	850.00
7/12/2009 - LLT	Prepare for plan mediation	2.40 340.00/hr	816.00
7/13/2009 - LLT	Prepare for mediation (1.80); Participate in plan mediation (10.50)	12.30 340.00/hr	4,182.00
7/14/2009 - LLT	Prepare for plan mediation (2.50); Participate in plan mediation (12.0)	14.50 340.00/hr	4,930.00
7/15/2009 - LLT	Review executed confidential mediation term sheet (.80); Review distribution analysis (.70)	1.50 340.00/hr	510.00
7/16/2009 - LLT	Correspondence from R. Page re: Frontier/Finklestein dismissal of appeal (.10); Review same (.20); Correspondence with mediation participants re: client approval (.20)	0.50 340.00/hr	170.00
7/18/2009 - LLT	Review objection to Grunstead notice of appeal (.90); Correspondence to committee re: same (.10); Review status of MDL litigation (0.60)	1.60 340.00/hr	544.00
7/20/2009 - LLT	Correspondence to Debtor counsel re: objection to Grunstead appeal	0.10 340.00/hr	34.00
7/23/2009 - LLT	Review motion to extend time to respond to Grunstead appeal (.30); Correspondence with K. Bernstein re: same (.10)	0.40 340.00/hr	136.00
7/30/2009 - LLT	Grunstead appeal issues and potential dismissal	1.40 340.00/hr	476.00
8/3/2009 - LLT	Address issues re: Grunstead appeal	0.60 340.00/hr	204.00
8/7/2009 - LLT	Review complaint filed by Harvey Stanley Limited Partnership	0.80 340.00/hr	272.00
8/13/2009 - LLT	Review status of MDL class action (.30); Telephone call to R. Cosgrove re: NDL injunction adversary (.20); Correspondence from K. Bernstein re: same (.20)	0.70 340.00/hr	238.00

			<u>Hrs/Rate</u>	<u>Amount</u>
8/14/2009 - LLT	Discuss Grunstead appellate brief issues with R. Cosgrove (.10); Review issues regarding same (.80)		0.90 340.00/hr	306.00
8/17/2009 - LLT	Review MDL plaintiff's response to motion to stay		0.70 340.00/hr	238.00
8/19/2009 - LLT	Correspondence re: intervention into MDL and adversary proceedings filed by debtor (.10); Review draft joinder to same (.50); Follow-up from K. Bernstein re: NDL litigation and debtor's attempt to stay the same (.40)		1.00 340.00/hr	340.00
8/20/2009 - LLT	Correspondence to/from K. Bernstein re: deadline to intervene in NDL litigation		0.20 340.00/hr	68.00
8/26/2009 - LLT	Correspondence with K. Bernstein re: preview draft brief and opposition to Grunstead appeal (.80); Follow-up to K. Bernstein re: procedure for joint submission of debtor (.20)		1.00 340.00/hr	340.00
8/28/2009 - LLT	Follow-up correspondence to committee re: Grunstead appeal		0.10 340.00/hr	34.00
<b>SUBTOTAL:</b>			<hr/> [ 89.20	<hr/> 30,307.00]

Plan and Disclosure Statement

7/16/2009 - LLT	Review exclusivity extension motion	0.30 340.00/hr	102.00
7/21/2009 - LLT	Review correspondence with committee re: selection of liquidation trustee	0.20 340.00/hr	68.00
7/22/2009 - LLT	Review Timeline and next steps for confirmation of plan	0.60 340.00/hr	204.00
7/31/2009 - LLT	Begin review of draft plan	1.30 340.00/hr	442.00
8/2/2009 - LLT	Review of revised draft plan of reorganization (1.50); Participate in conference call with co-counsel and R. Smith regarding same (.50)	2.00 340.00/hr	680.00
8/3/2009 - LLT	Participate in conference call with counsel, debtor and LFG committee regarding draft plan terms (1.30); Review of same	3.10 340.00/hr	1,054.00

		<u>Hrs/Rate</u>	<u>Amount</u>
	(1.80)		
8/4/2009 - LLT	Correspondence from S. Schultz re: Virginia law on specific plan sections (.10); Review law re: same (.80)	0.90 340.00/hr	306.00
8/5/2009 - LLT	Review latest draft plan with comments communicated from committee to debtor	0.80 340.00/hr	272.00
- PSB	Review plan documents	1.70 330.00/hr	NO CHARGE
8/6/2009 - LLT	Review of draft plan	1.20 340.00/hr	408.00
8/10/2009 - LLT	Review liquidating trust agreement	1.40 340.00/hr	476.00
8/13/2009 - LLT	Review and revise latest draft of Chapter 11 plan for LandAmerica (1.80); Review objection to retention of Q&M professionals (.50)	2.30 340.00/hr	782.00
8/17/2009 - LLT	Address mechanics of note claims (.30); Review Finklestein and Harvey escrow issues (.40)	0.70 340.00/hr	238.00
8/18/2009 - LLT	Review various objections to disclosure statement	0.80 340.00/hr	272.00
8/19/2009 - LLT	Correspondence from C. Gibbs re: latest terms (.10); Review same (1.70); Telephone call with G. Fathergill re: available dates open for confirmation and disclosure statement hearing (.30); Follow-up correspondence with C. Gibbs re: same (.20)	2.30 340.00/hr	782.00
8/20/2009 - LLT	Review of DO insurance issues and plan revisions re: same (1.40); Review correspondence from C. Gibbs to various trustee candidates (.20)	1.60 340.00/hr	544.00
- PSB	Review of various plan documents and issues and correspondence w/ L. Tavenner re same	3.70 330.00/hr	NO CHARGE
8/21/2009 - LLT	Review latest draft of liquidating trust agreement	0.80 340.00/hr	272.00

			<u>Hrs/Rate</u>	<u>Amount</u>
8/24/2009 - LLT	Review final draft of trust agreement to LFG committee		0.50 340.00/hr	170.00
8/26/2009 - LLT	Telephone call with C. Gibbs re: timing of plan filing and hearing dates on same (.30); Telephone call with G. Fathergill re: available dates in court (.20); Follow-up correspondence to co-counsel re: available dates for hearing on disclosure statement (.20)		0.70 340.00/hr	238.00
- LLT	Review proposed questions for litigation trustees and revise same (.50); Correspondence with S. Schultz re: same (.20)		0.70 340.00/hr	238.00
8/28/2009 - LLT	Review information on trustee candidates		0.30 340.00/hr	102.00
8/30/2009 - LLT	Review & revise initial draft of disclosure statement		2.40 340.00/hr	816.00
8/31/2009 - LLT	Review debtor's motion for extension of exclusivity		0.60 340.00/hr	204.00
<b>SUBTOTAL:</b>			<hr/> [ 30.90	<hr/> 8,670.00]
<b><u>Relief from Stay</u></b>				
7/17/2009 - LLT	Correspondence from A. Beane re: response period on recent stay motion (.10); Follow-up re: same (.20)		0.30 340.00/hr	102.00
7/29/2009 - LLT	Prepare for and attend hearing on SunTrust relief from stay (3.70); Review revised stipulation re: same (.70)		4.40 340.00/hr	1,496.00
7/31/2009 - LLT	Correspondence from C. Gibbs re: SunTrust stipulation		0.20 340.00/hr	68.00
8/4/2009 - LLT	Follow-up correspondence from C. Coppege re: additional revisions to setoff stipulation (.10); Review same (.30); Correspondence from B. Matson re: same (.10)		0.50 340.00/hr	170.00
8/21/2009 - LLT	Review debtor's reply memo in support of its motion to enforce automatic stay against the controller of the state of California		0.60 340.00/hr	204.00
<b>SUBTOTAL:</b>			<hr/> [ 6.00	<hr/> 2,040.00]

		<u>Hours</u>	<u>Amount</u>
For professional services rendered		222.10	\$65,779.50
Additional Charges :			
		<u>Qty/Price</u>	<u>Tax#</u>
<u>Case Administration</u>			
7/1/2009 - PSB	Long distance charges	1 1.59	1.59
7/9/2009 - PSB	Photocopy costs	50 0.20	10.00
7/16/2009 - PSB	Fax - Denise Morris BB&T	2 1.00	2.00
7/20/2009 - PSB	Photocopy costs - Docket numbers 83, 95, 96 Millard Adv. Proc.	572 0.20	114.40
- PSB	Photocopy costs - Gibbs hearing binder copies	426 0.20	85.20
- PSB	Photocopy costs - New pleadings for hearing binders	212 0.20	42.40
7/31/2009 - PSB	Lexis/Research	1 53.96	53.96
- LLT	Pacer Costs	1 9.12	9.12
- LLT	Pacer Costs	1 7.52	7.52
- LLT	Pacer Costs	1 216.48	216.48
8/1/2009 - PSB	Long distance charges (Cavalier)	1 0.21	0.21
8/25/2009 - PSB	Deposition Costs for LandAmerica Financial - Federal Court Daily	1 127.20	127.20
SUBTOTAL:		[	670.08]
Total costs			\$670.08

	<u>Amount</u>
Total amount of this bill	\$66,449.58
Previous balance	\$51,021.91
7/23/2009 Payment - thank you. Check No. wire	(\$15,846.55)
Total payments and adjustments	(\$15,846.55)
Balance due	\$101,624.94

Timekeeper Summary

Name	Hours	Rate	Amount
Lynn L. Tavenner	176.20	340.00	\$59,908.00
Paula S. Beran	9.30	330.00	\$3,069.00
Paula S. Beran	7.10	0.00	\$0.00
David L. Leadbeater	29.50	95.00	\$2,802.50

**EXHIBIT B**

United States Bankruptcy Court  
Eastern District of Virginia  
Richmond Division

In re: LandAmerica Financial Group, Inc, et al., Case No. 08-35994-KRH

**Fee Application Summary**

Applicant: Tavenner & Beran, PLC,

Local Counsel for The Official Committee of Unsecured Creditors

<u>Categories</u>	Interim Period	
	<u>Hours</u>	<u>Amount</u>
Asset Analysis and Recovery	2.2	\$578.00
Asset Disposition	3.3	\$1,122.00
Business Operations	16.5	\$5,610.00
Case Administration	54.1	\$11,284.00
Claims Administration	2.0	\$680.00
Creditors Meeting	22.9	\$7,786.00
Fee/Employment Applications and Objections	33.4	\$9,625.00
Litigation	121.7	\$39,861.00
Plan and Disclosure Statement	31.7	\$8,942.00
Relief from Stay	11.6	\$3,944.00
TOTAL HOURS	299.4	
TOTAL FEES		\$89,432.00

Month	Fees	Fees Paid	Expenses	Expenses Paid	Total Outstanding
June	\$23652.50	\$20104.63	\$33.70	\$33.70	\$3547.87
July/					
August	\$65779.50	\$00.00	\$670.08	\$00.00	\$66449.58
Total	\$89432.00	\$20104.63	\$703.78	\$33.70	\$69997.45



**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

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In re:	:	Chapter 11
LANDAMERICA FINANCIAL GROUP, INC., et al.,	:	Case No. 08-35994-KRH
	:	(Jointly Administered)
Debtors.	:	
	:	

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**ORDER ALLOWING INTERIM  
COMPENSATION AND EXPENSE REIMBURSEMENT**  
(Tavenner & Beran, PLC)

This matter came before the Court upon the Third Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) filed by Tavenner & Beran, PLC (“Tavenner &Beran”); and it appearing to the Court that (i) Tavenner & Beran provided proper notice of the Application to all necessary parties; (ii) no objections to the Application have been filed; and (iii) the request for compensation and reimbursement of expenses as allowed herein is reasonable, it is hereby ORDERED that:

1. The Application is hereby approved;
2. The request for compensation in the amount of \$89,432.00 and reimbursement of expenses in the amount of \$703.78 for the period of June 1, 2009 through August 31, 2009 by Tavenner &Beran be and hereby are allowed; and,
3. The Debtors are authorized and directed to pay to Tavenner & Beran the amount of compensation and reimbursement of expenses allowed herein as an administrative expense.

4. Upon entry the Clerk shall serve by electronic delivery or first class mail, postage prepaid, copies of this Order on the Office of the United States Trustee and Tavenner & Beran, PLC.

ENTER:

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UNITED STATES BANKRUPTCY JUDGE

We ask for this:

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Lynn L. Tavenner, Esquire (Va. Bar No. 30083)  
Paula S. Beran, Esquire (Va. Bar No. 34679)  
Tavenner & Beran, PLC  
20 North Eighth Street, Second Floor  
Richmond, Virginia 23219  
Telephone: (804) 783-8300  
Facsimile: (804) 783-0178

Co-Counsel for the Official  
Committee of Unsecured Creditors

Seen and No Objection:

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Robert B. Van Arsdale  
Office of the United States Trustee  
701 East Broad Street, Suite 4304  
Richmond, Virginia 23219

Assistant United States Trustee

**LOCAL RULE 9022-1 CERTIFICATION**

In accordance with Local Rule 9022-1, the foregoing proposed order has been endorsed by or served upon all necessary parties.

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Co-Counsel